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Counsel to the Plan Administrator

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|--------------------------------|
| -----X | : | |
| In re | : | Chapter 11 |
| | : | |
| RUNWAY LIQUIDATION | : | Case No. 17-10466 (SCC) |
| HOLDINGS, LLC, et al.,¹ | : | |
| | : | Jointly Administered |
| Debtors. | : | |
| -----X | | |

**CERTIFICATION OF COUNSEL REGARDING THE PLAN ADMINISTRATOR’S
SEVENTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN
CLAIMS SATISFIED PURSUANT TO THE AMENDED JOINT PLAN**

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and in accordance with the case management procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 90] (the “Case Management Order”), the undersigned hereby certifies as follows:

1. On July 16, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Seventeenth Omnibus (Non-Substantive) Objection to Certain Claims Satisfied Pursuant to the Amended Joint Plan* [Docket No. 932] (the

¹ A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number include: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

“Seventeenth Omnibus Objection”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. The Case Management Order provides that where no objection to a request for relief is filed, the movant may submit a proposed order granting such request for relief to the Court along with a certificate of no objection stating that no objection has been filed or served on the movant.

3. The undersigned counsel hereby certifies that, as of the date hereof, no answer, objection, or other response to the Seventeenth Omnibus Objection has been received. Undersigned counsel further certifies that she has reviewed the docket in this case and no answer, objection, or other response to the Seventeenth Omnibus Objection appears thereon

4. Accordingly, the undersigned respectfully requests that the Court enter the order attached hereto as Exhibit A in accordance with the procedures described in the Case Management Order.

Dated: September 11, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Beth E. Levine

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Counsel to the Plan Administrator

EXHIBIT A

Proposed Order

Robert J. Feinstein, Esq.
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Facsimile: (212) 561-7777

Counsel to the Plan Administrator

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|-------------------------------------|---|-------------------------|
| -----X | | |
| In re | : | Chapter 11 |
| | : | |
| RUNWAY LIQUIDATION | : | Case No. 17-10466 (SCC) |
| HOLDINGS, LLC, et al., ¹ | : | |
| | : | Jointly Administered |
| Debtors. | : | |
| -----X | | |

**ORDER GRANTING PLAN ADMINISTRATOR'S SEVENTEENTH
OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS
SATISFIED PURSUANT TO THE AMENDED JOINT PLAN**

Upon the objection (the "Objection")² of the Plan Administrator for entry of an order (this "Order") disallowing and expunging the claims identified on **Schedule 1**, **Schedule 2** and **Schedule 3** (collectively, the "Disputed Claims") in each case pursuant to sections 502(b) and (e) of the Bankruptcy Code, Bankruptcy Rule 3007, and the Objection Procedures, all as more fully set forth in the Objection; and upon the Boken Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*,

¹ A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number include: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

dated December 1, 2016, and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Post-Effective Date Debtors, creditors, and other parties in interest; and the Court having found that the Plan Administrator provided appropriate notice of the Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained to the extent set forth herein.
2. Each Disputed Claim identified on **Schedule 1**, **Schedule 2** and **Schedule 3** attached hereto is hereby disallowed and expunged in its entirety.
3. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.
4. Entry of this Order is without prejudice to the Plan Administrator's right to object to any other Claims in these chapter 11 cases or to further object to the Disputed Claims (to the extent they are not disallowed and expunged pursuant to this Order) on any grounds whatsoever, at a later date.
5. Each Disputed Claim and the Objection by the Plan Administrator to each Disputed Claim as addressed in the Objection and as identified in **Schedule 1**, **Schedule 2** and **Schedule 3**, attached hereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each

Disputed Claim. Any stay of this Order shall apply only to the contested matter which involves such creditor and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2018

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|---|------------------|--------------|-----------------------|------|------|------|------|-------------------|--|
| ALLERTON FUNDING LLC WINSTON & STRAWN LLP DANIEL J. MCGUIRE 35 WEST WACKER DR CHICAGO IL 60601-9703 | MAX RAVE, LLC | 6/8/2017 | 832 | \$ 54,315,349.70 | \$ - | \$ - | \$ - | \$ - | \$ 54,315,349.70 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| ALLERTON FUNDING LLC WINSTON & STRAWN LLP DANIEL J. MCGUIRE 35 WEST WACKER DR CHICAGO IL 60601-9703 | MLA MULTIBRAND HOLDINGS, LLC | 6/8/2017 | 833 | \$ 54,315,349.70 | \$ - | \$ - | \$ - | \$ - | \$ 54,315,349.70 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| ALLERTON FUNDING LLC WINSTON & STRAWN LLP DANIEL J. MCGUIRE 35 WEST WACKER DR CHICAGO IL 60601-9703 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/8/2017 | 834 | \$ 54,315,349.70 | \$ - | \$ - | \$ - | \$ - | \$ 54,315,349.70 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| ALLERTON FUNDING LLC WINSTON & STRAWN LLP DANIEL J. MCGUIRE 35 WEST WACKER DR CHICAGO IL 60601-9703 | BCBG MAX AZRIA GROUP, LLC | 6/8/2017 | 835 | \$ 54,315,349.70 | \$ - | \$ - | \$ - | \$ - | \$ 54,315,349.70 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50002 | \$ 35,000,000.00 | \$ - | \$ - | \$ - | \$ - | \$ 35,000,000.00 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50003 | \$ 4,177,766.67 | \$ - | \$ - | \$ - | \$ - | \$ 4,177,766.67 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50004 | \$ 48,443,938.05 | \$ - | \$ - | \$ - | \$ - | \$ 48,443,938.05 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50006 | \$ 289,408,193.00 | \$ - | \$ - | \$ - | \$ - | \$ 289,408,193.00 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |

Schedule 1

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|------------------------------|---------------------|-----------------|-----------------------|------|------|------|------|---------------|--|
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50007 | \$ 9,722.22 | \$ - | \$ - | \$ - | \$ - | \$ 9,722.22 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50008 | \$ 57,444.29 | \$ - | \$ - | \$ - | \$ - | \$ 57,444.29 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50009 | \$ 666,104.15 | \$ - | \$ - | \$ - | \$ - | \$ 666,104.15 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |
| GUGGENHEIM CORPORATE FUNDING LLC WILLIAM HAGNER 330 MADISON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 50011 | \$ 41,569.40 | \$ - | \$ - | \$ - | \$ - | \$ 41,569.40 | Claim satisfied pursuant to Article III of the Amended Joint Plan. |

Schedule 2

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | Debtor Name | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|---|------------------|--------------|-----------------------|-------|-----------|----------|-----------------|-----------------|---|
| | | | | Secured | Admin | 503(b)(9) | Priority | Unsecured | Total | |
| ANDREW M ROSENFELD DONALD S BERNSTEIN BENJAMIN S KAMINETZKY DAVIS POLK ET AL 450 LEXINGTON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/9/2017 | 871 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ANDREW M ROSENFELD DONALD S BERNSTEIN BENJAMIN S KAMINETZKY DAVIS POLK ET AL 450 LEXINGTON AVE NEW YORK NY 10017 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 873 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ANDREW M ROSENFELD DONALD S BERNSTEIN BENJAMIN S KAMINETZKY DAVIS POLK ET AL 450 LEXINGTON AVE NEW YORK NY 10017 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/9/2017 | 874 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ANDREW M ROSENFELD DONALD S BERNSTEIN BENJAMIN S KAMINETZKY DAVIS POLK ET AL 450 LEXINGTON AVE NEW YORK NY 10017 | MLA MULTIBRAND HOLDINGS, LLC | 6/9/2017 | 875 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ANDREW M ROSENFELD DONALD S BERNSTEIN BENJAMIN S KAMINETZKY DAVIS POLK ET AL 450 LEXINGTON AVE NEW YORK NY 10017 | MAX RAVE, LLC | 6/9/2017 | 876 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MATTHEW BLOOM MATTHEW BARR 767 FIFTH AVE NEW YORK NY 10153 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/8/2017 | 865 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MATTHEW BLOOM MATTHEW BARR 767 FIFTH AVE NEW YORK NY 10153 | BCBG MAX AZRIA GROUP, LLC | 6/8/2017 | 866 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MATTHEW BLOOM MATTHEW BARR 767 FIFTH AVE NEW YORK NY 10153 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/8/2017 | 867 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |

Schedule 2

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | Debtor Name | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|---|------------------|--------------|-----------------------|-------|-----------|----------|-------------------------------|-------------------------------|---|
| | | | | Secured | Admin | 503(b)(9) | Priority | Unsecured | Total | |
| MATTHEW BLOOM MATTHEW BARR 767 FIFTH AVE NEW YORK NY 10153 | MLA MULTIBRAND HOLDINGS, LLC | 6/8/2017 | 868 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MATTHEW BLOOM MATTHEW BARR 767 FIFTH AVE NEW YORK NY 10153 | MAX RAVE, LLC | 6/8/2017 | 869 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MEIERHANS, ERICA ALTERWITZ 2100 W 238TH ST TORRANCE CA 90501 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/7/2017 | 783 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MEIERHANS, ERICA ALTERWITZ 2100 W 238TH ST TORRANCE CA 90501 | MAX RAVE, LLC | 6/7/2017 | 784 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MEIERHANS, ERICA ALTERWITZ 2100 W 238TH ST TORRANCE CA 90501 | MLA MULTIBRAND HOLDINGS, LLC | 6/7/2017 | 785 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MEIERHANS, ERICA ALTERWITZ 2100 W 238TH ST TORRANCE CA 90501 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/7/2017 | 786 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| MEIERHANS, ERICA ALTERWITZ 2100 W 238TH ST TORRANCE CA 90501 | BCBG MAX AZRIA GROUP, LLC | 6/7/2017 | 787 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| NUSSBAUM, BENNETT 2173 MARSH BROOK RD THOUSAND OAKS CA 91361 | MLA MULTIBRAND HOLDINGS, LLC | 6/8/2017 | 826 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |

Schedule 2

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | Debtor Name | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|---|------------------|--------------|-----------------------|-------|-----------|----------|-------------------------------|-------------------------------|---|
| | | | | Secured | Admin | 503(b)(9) | Priority | Unsecured | Total | |
| NUSSBAUM, BENNETT 2173 MARSH BROOK RD THOUSAND OAKS CA 91361 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/8/2017 | 827 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| NUSSBAUM, BENNETT 2173 MARSH BROOK RD THOUSAND OAKS CA 91361 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/8/2017 | 828 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| NUSSBAUM, BENNETT 2173 MARSH BROOK RD THOUSAND OAKS CA 91361 | BCBG MAX AZRIA GROUP, LLC | 6/8/2017 | 829 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| NUSSBAUM, BENNETT 2173 MARSH BROOK RD THOUSAND OAKS CA 91361 | MAX RAVE, LLC | 6/8/2017 | 830 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| PATEL, HOMI B 1 ANGUS TRL HOBE SOUND FL 33455 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/8/2017 | 816 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| PATEL, HOMI B 1 ANGUS TRL HOBE SOUND FL 33455 | MAX RAVE, LLC | 6/8/2017 | 817 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| PATEL, HOMI B 1 ANGUS TRL HOBE SOUND FL 33455 | MLA MULTIBRAND HOLDINGS, LLC | 6/8/2017 | 818 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| PATEL, HOMI B 1 ANGUS TRL HOBE SOUND FL 33455 | BCBG MAX AZRIA GROUP, LLC | 6/8/2017 | 819 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |

Schedule 2

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | Debtor Name | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|---|------------------|--------------|-----------------------|-------|-----------|----------|-------------------------------|-------------------------------|---|
| | | | | Secured | Admin | 503(b)(9) | Priority | Unsecured | Total | |
| PATEL, HOMI B 1 ANGUS TRL HOBE SOUND FL 33455 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/8/2017 | 820 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ROSENBERG, ROBERT J 125 E 61 ST NEW YORK NY 10065 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/9/2017 | 920 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ROSENBERG, ROBERT J 125 E 61 ST NEW YORK NY 10065 | BCBG MAX AZRIA GROUP, LLC | 6/9/2017 | 921 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ROSENBERG, ROBERT J 125 E 61 ST NEW YORK NY 10065 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/9/2017 | 922 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ROSENBERG, ROBERT J 125 E 61 ST NEW YORK NY 10065 | MLA MULTIBRAND HOLDINGS, LLC | 6/9/2017 | 923 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| ROSENBERG, ROBERT J 125 E 61 ST NEW YORK NY 10065 | MAX RAVE, LLC | 6/9/2017 | 948 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| STAFF, MARTIN 2510 OLD BETHLEHEM RD PO BOX 710 SPRINGTOWN PA 18081 | MAX RAVE, LLC | 6/7/2017 | 797 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| STAFF, MARTIN 2510 OLD BETHLEHEM RD PO BOX 710 SPRINGTOWN PA 18081 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/7/2017 | 798 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |

Schedule 2

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | Debtor Name | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|--|------------------|--------------|-----------------------|-------|-----------|----------|-------------------------------|-------------------------------|---|
| | | | | Secured | Admin | 503(b)(9) | Priority | Unsecured | Total | |
| STAFF, MARTIN 2510 OLD BETHLEHEM RD PO BOX 710 SPRINGTOWN PA 18081 | BCBG MAX AZRIA GROUP, LLC | 6/7/2017 | 799 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| STAFF, MARTIN 2510 OLD BETHLEHEM RD PO BOX 710 SPRINGTOWN PA 18081 | BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC | 6/7/2017 | 800 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |
| STAFF, MARTIN 2510 OLD BETHLEHEM RD PO BOX 710 SPRINGTOWN PA 18081 | MLA MULTIBRAND HOLDINGS, LLC | 6/7/2017 | 801 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim satisfied pursuant to Article V. of the Amended Joint Plan. |

Schedule 3

ORDER GRANTING 17TH OMNIBUS OJECTION - CLAIMS SATISFIED PURSUANT TO THE PLAN OF REORGANIZATION

| Name of Claimant | | Date Claim Filed | Claim Number | Asserted Claim Amount | | | | | | Basis for Disallowance |
|---|-------------------------------------|------------------|--------------|-----------------------|------|------|------|----------------------------|----------------------------|--|
| | | | | | | | | | | |
| LEXINGTON INSURANCE CO ON BEHALF OF THE ENTITIES LISTED ON EXHIBIT A KEVIN J LARNER AIG 80 PINE ST 13TH FLOOR NEW YORK NY 10005 | BCBG MAX AZRIA GLOBAL HOLDINGS, LLC | 6/8/2017 | 857 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated Contingent | \$ Unliquidated Contingent | Claim should be disallowed under Bankruptcy Code section 502(e). |
| LEXINGTON INSURANCE CO ON BEHALF OF THE ENTITIES LISTED ON EXHIBIT A KEVIN J LARNER AIG 80 PINE ST 13TH FLOOR NEW YORK NY 10005 | BCBG MAX AZRIA GROUP, LLC | 6/8/2017 | 859 | \$ - | \$ - | \$ - | \$ - | \$ Unliquidated | \$ Unliquidated | Claim should be disallowed under Bankruptcy Code section 502(e). |